SEC Form 4
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## FORM 4

obligations may continue. See Instruction 1(b).

Check this box if no longer subject to Section 16. Form 4 or Form 5

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL
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Filed	pursuant to	Section	16(a)	of the Se	ecurities	Exchange	Act of	1934
	or Section							

1. Title of Security	(Instr. 3)		2. Transaction	2A. Deemed	3.	4. Securities Acquired (A)		5. Amount of	6. Ownership	7. Nature		
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
(City)	(Sidle)	(ζιμ)		Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.								
(City)	(State)	(Zip)	Rul	Rule 10b5-1(c) Transaction Indication								
(Street) NASHVILLE	TN					X	Form filed by On Form filed by Mo Person	, ,				
ONE GAYLORD DRIVE				mendment, Date of	Original Filed	(Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)					
(Last)	, , , , , ,			te of Earliest Transa 6/2023	ction (Month/E	Day/Year)		Officer (give title below)	Other below	(specify )		
1. Name and Addrese ROTH MICH	1 0	rson*		uer Name <b>and</b> Ticke nan Hospitalit		ymbol <u>es, Inc.</u> [ RHP ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner					
			0.00			ipail) / lot 01 20 10						

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code ( 8)	action	ion Disposed Of (D) (Instr. 3, 4 and Securities Beneficially Owned Following		Disposed Of (D) (Instr. 3, 4 and		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code ( 8)		5. Nu of Deriv Secu Acqu (A) of Dispo of (D) (Instr and S	rities ired r osed ) : 3, 4	6. Date Exerc Expiration Da (Month/Day/Y	ate	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Ownership	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	\$0							(1)	(1)	Common Stock	1,287		1,287 <sup>(2)</sup>	D	

Explanation of Responses:

1. Restricted Stock unit vest 100% on May 11, 2024.

2. In accordance with the terms of the reporting person's outstanding restricted stock unit awards, as a result of the \$1.00 dividend per share of outstanding common stock paid by the issuer on October 16, 2023, the reporting person received additional restricted stock units in an amount based on the amount of the dividend per share and the closing price of the issuer's common stock traded on the NYSE on September 29, 2023.

## Scott J. Lynn, Attorney-in-Fact 10/16/2023

\*\* Signature of Reporting Person Date

for Michael Roth

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.